

# Solvoz Foundation governance charter

## Board regulations and decision-making framework

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**Applies to:** Stichting Solvoz Foundation

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**Chamber of Commerce number:** 75501325

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### 1. Purpose of this governance charter

This governance charter sets out the board regulations and decision-making framework for Stichting Solvoz Foundation. The purpose of this charter is to ensure that the Foundation is governed in a transparent, responsible and practical way, in line with its statutory objective, non-profit purpose and public-benefit mission. The charter provides guidance on:

- board composition and roles;
- responsibilities of the board;
- delegation to staff, contractors and programme leads;
- decision-making and approvals;
- financial governance;
- conflicts of interest;
- external service providers and related-party relationships;
- protection of board members;
- transparency, reporting and record keeping.

This document is intended to be governance-practical rather than overly legal. It should be read together with the Foundation's statutes, Policy Plan 2026–2030, Conflict of Interest Policy, Related-Party Transaction Policy, Grant Funding Policy and financial procedures. In case of conflict between this charter and the Foundation's statutes or mandatory Dutch law, the statutes and applicable law prevail.

### 2. Foundation purpose and governance principle

Solvoz Foundation is an independent, mission-led non-profit foundation serving the NGO, humanitarian, development and wider non-profit sector. The Foundation supports:

- open-access procurement knowledge;
- responsible, effective and transparent procurement practice;
- fair market access for local and regional suppliers, SMEs and manufacturers;
- shared procurement infrastructure and appropriate tools where these contribute to public-benefit objectives;
- grant-funded and donor-funded public-benefit programmes;
- localisation, transparency, sustainability, effectiveness and efficiency in procurement;
- capacity strengthening, market assessments and supplier inclusion;

- collaboration that strengthens humanitarian and development supply chains;
- responsible use of public, donor and philanthropic funds.

The board is responsible for ensuring that all activities of the Foundation are determined by its statutory objective and public-benefit mission. The Foundation does not operate as a commercial sales channel and does not exist to promote the services or commercial interests of any particular external provider. Where the Foundation works with external service providers, programme partners or related parties, such relationships must be transparent, documented and aligned with the Foundation's public-benefit mission. No commercial provider has an automatic, exclusive, preferred or default role within the Foundation.

### 3. Board composition

The Foundation is governed by a board of three members. The board may decide to expand the number of board members in the future if this is considered necessary for governance, expertise, independence, continuity or the scale of the Foundation's activities. Any expansion must be in line with the Foundation's statutes.

The board may assign the roles of Chair, Treasurer and Secretary, or such other roles as are appropriate and permitted by the statutes. The current board consists of:

- **Chair: Claire Barnhoorn**
- **Board member: Harm de Vries**
- **Board member: Bruno Vandemeulebroecke**

The board should collectively include relevant expertise in the sectors and functions the Foundation serves, including humanitarian aid, development cooperation, procurement, supply chain, logistics, public-benefit governance, finance, policy, digital infrastructure and related fields. Board composition should support independent oversight, continuity, relevant expertise and effective management of conflicts of interest.

### 4. Appointment, term and continuity

Board members are appointed in accordance with the Foundation's statutes. Board members are appointed for a term of four years. Board members may be reappointed for additional terms where this supports continuity, mission alignment and the effective governance of the Foundation and is permitted by the statutes.

Reappointments should be documented and should take into account:

- the Foundation's need for continuity;
- the member's contribution and availability;
- relevant expertise;
- independence and conflict-of-interest considerations;
- the overall balance of the board;
- succession and renewal;
- the Foundation's public-benefit responsibilities.

No board position or reappointment creates an individual entitlement to continued board membership or special decision-making authority.

## **5. Role of the board**

The board is responsible for governance, mission, strategy, financial oversight and major decisions. Day-to-day execution may be delegated to staff, contractors or programme leads.

The board is responsible for:

- safeguarding the Foundation's statutory objective and public-benefit mission;
- approving and monitoring the Foundation's Policy Plan;
- approving annual budgets and annual accounts;
- overseeing programmes, deployments and grant-funded activities;
- ensuring proper financial management;
- approving major contracts, grants and commitments;
- supervising delegated staff, contractors and programme leads;
- maintaining transparency and reporting;
- ensuring appropriate handling of conflicts of interest;
- ensuring that relationships with related parties, external service providers and strategic partners are transparent and appropriately governed;
- ensuring that the Foundation selects programmes, partners and service providers in accordance with its own public-benefit objectives;
- ensuring that the Foundation acts independently and in line with its non-profit purpose.

The board should focus on direction, oversight, risk management and major decisions.

Operational implementation should be carried out by the Foundation's staff, contractors, programme leads or other appointed persons within approved mandates and budgets.

## **6. Role of the Chair and founder/executive lead**

The Chair leads the board, supports effective decision-making and represents the Foundation where appropriate. Claire Barnhoorn may act as Chair and, during the Foundation's development phase, may also act as founder, mission lead or executive lead for Foundation development and programme activities.

Where the Chair or any other board member also has an operational role, this must be clearly distinguished from the governance role. Operational execution may be delegated to a board member, but governance authority remains with the board as a whole. Any operational responsibilities, compensation or contractual arrangements involving a board member must be handled in accordance with the Foundation's governance, remuneration and conflict-of-interest policies.

Where a board member has an interest in another organisation, including through employment, management responsibility, a board position, shareholding or other financial interest, this must be disclosed in accordance with the Conflict of Interest Policy.

Claire Barnhoorn's roles and interests in Solvoz BV are treated as a standing disclosed interest. A standing disclosed interest does not automatically prevent participation in general Foundation matters. A decision-specific conflict exists where a matter materially affects the financial, contractual, liability-related, IP, data or operational position of the related party or creates another material benefit or obligation for the board member or related party. Where a decision-specific conflict exists:

- the interest must be disclosed;
- the conflicted board member may provide factual, historical or technical information if requested by the non-conflicted board members;
- the conflicted board member does not participate in the subsequent deliberation or decision-making;
- the conflicted board member does not vote;
- the handling of the conflict is recorded in the minutes.

The Foundation's Conflict of Interest Policy and Related-Party Transaction Policy provide the detailed framework for such situations.

## **7. Delegation to staff, contractors and programme leads**

The Foundation may appoint or contract staff, coordinators, consultants, experts, programme leads and service providers where necessary to implement its activities. Day-to-day execution may be delegated to such persons, including:

- programme coordination;
- NGO onboarding and support;
- supplier onboarding and support;
- grant implementation;
- market assessments and supplier mapping;
- training and capacity strengthening;
- reporting;
- communications;
- administration;
- operational coordination with partners and external service providers;
- other activities approved by the board.

Delegated persons may represent the Foundation externally where authorised to do so by the board or by an approved programme mandate. Programme leads or operational staff may approve operational expenses within approved budgets and thresholds set by the board. Delegation does not remove the board's responsibility for oversight, mission alignment, financial control and proper governance.

## **8. Board meetings**

The board meets at least quarterly and additionally whenever required. Additional meetings may be called by the Chair or by any two board members where a decision or discussion cannot reasonably wait until the next scheduled meeting. Board meetings may be held in person, online or in hybrid form.

The agenda should be shared in advance where possible. Relevant documents should be provided to board members in sufficient time for review. The board should review at least once per year:

- mission and strategic priorities;
- active programmes and deployments;
- financial position and reserves;
- annual budget and accounts;
- risk and compliance;
- public-benefit reporting;
- governance effectiveness;
- conflicts of interest;
- related-party relationships;
- major contracts and commitments where relevant.

## 9. Minutes and decision records

Minutes must be kept for every board meeting. Minutes should record:

- date, time and place of the meeting;
- persons present;
- agenda items;
- key points discussed;
- decisions taken;
- votes where relevant;
- conflicts of interest declared;
- exclusions or abstentions from deliberation or voting;
- action points and responsible persons.

Board decisions taken outside a meeting, including written or email decisions, must be documented and stored with the Foundation's records. The Foundation should maintain a decision register for major decisions, including:

- adoption or amendment of the Policy Plan;
- approval of annual budgets and accounts;
- approval of major grants or contracts;
- appointment or resignation of board members;
- material related-party transactions;
- approval of major Foundation-supported programmes or deployments;
- changes to governance policies;
- major risk or compliance decisions.

## 10. Quorum and voting

At least two out of three board members must be present or represented for the board to take valid decisions, unless the statutes or applicable law require otherwise. Each board member has one vote.

Decisions are made by simple majority unless the statutes, this charter or a specific board resolution require a higher threshold. The board may take decisions in writing, including by email, provided that the decision is clearly documented and stored. Conflict-of-interest requirements remain applicable to all forms of decision-making.

## **11. Decisions requiring full-board approval**

The following decisions require approval by the board, subject to conflict-of-interest rules:

- adoption or amendment of the Foundation's Policy Plan;
- approval of annual budgets;
- approval of annual accounts;
- appointment, reappointment or dismissal of board members;
- approval of a new material Foundation programme or programme category;
- entering into or materially amending a material related-party agreement;
- approval of major grant applications or donor contracts above thresholds set by the board;
- approval of contracts above thresholds set by the board;
- approval of reserves policy;
- approval of loans, guarantees or financial commitments outside ordinary operations;
- amendment of this Governance Charter;
- any decision that materially affects the Foundation's mission, independence, public-benefit status or financial continuity.

Where a decision concerns a related party, the Foundation's Conflict of Interest Policy and Related-Party Transaction Policy apply. A conflicted board member is not counted as participating in the substantive decision on the conflicted matter to the extent required by the applicable governance procedure.

## **12. Signing authority and approval thresholds**

The Foundation is represented in accordance with its statutes and registration in the Dutch Chamber of Commerce. As a governance principle, the Foundation applies appropriate control for material commitments.

Contracts, payments and commitments should not be entered into without appropriate approval. The board will adopt an approval and signing authority matrix. Until such a matrix is adopted, the following indicative framework applies:

- operational expenses within an approved budget may be approved by an authorised programme lead or operational lead up to a threshold set by the board;
- expenses or commitments above the operational threshold require approval by at least two authorised persons or board members as determined by the board;
- material contracts, grant agreements, donor agreements, employment or contractor arrangements and commitments outside the approved budget require board approval;
- material agreements with a related party require approval in accordance with the Conflict of Interest Policy and Related-Party Transaction Policy;

- bank payments should be subject to appropriate dual-control arrangements where feasible.

The board may set and update specific financial thresholds by separate board resolution.

### **13. Financial governance**

The board is responsible for the Foundation's financial oversight. An annual budget should be prepared by the coordinator, operational lead or another person appointed by the board.

Where the Foundation requires external financial or administrative capacity, such support may be provided by an appropriately qualified individual or service provider. Where the proposed provider is a related party, the relationship must be disclosed and managed in accordance with the Foundation's Conflict of Interest Policy and Related-Party Transaction Policy.

The annual budget is approved by the board. The board approves:

- annual budgets;
- annual accounts;
- reserves;
- major grants;
- major contracts;
- commitments above approved thresholds;
- material changes to programme budgets;
- financial policies and controls.

The Treasurer is responsible for financial oversight and for advising the board on financial management. The Treasurer does not have sole control over the Foundation's finances. Financial administration and payments should be subject to appropriate checks, documentation and dual-control principles.

The Foundation may build and maintain a reasonable continuity reserve to safeguard ongoing obligations, programme continuity, contractual responsibilities and operational resilience. Any surplus must be used for the Foundation's statutory objective and public-benefit mission.

### **14. External service providers and related-party relationships**

The Foundation may work with external service providers and partners where goods, technology, expertise or services are required to implement its programmes and activities. No service provider or commercial entity has an automatic, exclusive, preferred or default position within the Foundation.

External providers are selected according to the needs of the relevant activity or programme and may be assessed on factors including:

- suitability;
- expertise;
- quality;
- security and compliance;

- continuity;
- implementation requirements;
- value for money;
- proportionality;
- timing and availability;
- contribution to the Foundation's public-benefit objectives.

The Foundation may enter into agreements for, among other things:

- technology and software;
- hosting and maintenance;
- technical support;
- research;
- programme services;
- consultancy and specialist expertise;
- administration and professional services;
- other services required for programme delivery.

Where a potential provider is a related party, including Solvoz BV, that provider has no automatic entitlement to work, contracts or Foundation funding. Any such transaction must be assessed and approved in accordance with the Foundation's Related-Party Transaction Policy and Conflict of Interest Policy.

Material related-party agreements must:

- serve the Foundation's statutory objective;
- be necessary or appropriate for the relevant activity;
- be transparent and documented;
- have reasonable and defensible terms and pricing;
- take appropriate account of alternatives;
- be independently assessed by non-conflicted decision-makers;
- avoid unjustified private benefit;
- be reviewed when material circumstances change.

## **15. Conflict of interest principles**

The Foundation maintains a separate Conflict of Interest Policy. This charter sets out the core principles. A conflict of interest may arise where a board member has a personal, financial, professional or organisational interest that may influence, or reasonably appear to influence, their decision-making on a specific matter on behalf of the Foundation. Conflicts may include, among others:

- a shareholding, employment, management or board role in a company, supplier, service provider, donor, partner or other organisation where the specific decision materially affects that organisation;
- a paid role with an external service provider or programme partner;
- a financial interest in a supplier, contractor, donor or partner;
- a family or close personal relationship relevant to a decision;

- personal benefit from a grant, contract or Foundation activity;
- any situation where the Foundation's interest and the board member's other interests may not be fully aligned.

Standing interests must be declared and kept up to date. Board members must declare conflicts of interest annually and whenever a specific conflict becomes relevant to a board discussion or decision. Conflicts and the manner in which they are managed must be recorded in the minutes.

A board member with a standing disclosed interest may participate in general Foundation mission, strategy and governance matters unless a decision-specific conflict exists. Where a decision-specific conflict exists, the board member may provide factual, historical or technical information if requested by the non-conflicted board members, but does not participate in the subsequent deliberation or decision-making and does not vote on the relevant matter.

## **16. Related-party transactions**

Transactions between the Foundation and any related party must be handled with particular care. The Foundation maintains a separate Related-Party Transaction Policy setting out how such transactions are identified, assessed, documented, approved and reviewed. As a minimum, related-party transactions must:

- serve the Foundation's statutory objective and public-benefit mission;
- be necessary or appropriate for the relevant activity;
- be transparent and documented;
- have a clear and defensible scope and pricing or value basis;
- take appropriate account of alternatives;
- be independently approved by non-conflicted decision-makers;
- be reviewed when material circumstances change;
- avoid unjustified private benefit;
- not be used as a mechanism for promoting or subsidising the commercial activities of a related party.

A related party has no automatic entitlement to Foundation contracts, programme participation or funding.

## **17. Board member protection and liability allocation**

The Foundation seeks to allocate operational, professional and technology-related responsibilities to the appropriate contracted service provider. This does not affect the statutory duties and responsibilities of board members under applicable law.

Where technology, hosting, platform operations, data security, technical support, software performance or other specialist services are provided externally, responsibilities should be clearly allocated through appropriate agreements with the relevant provider.

The Foundation board remains responsible for proper governance, contractual clarity, mission alignment, financial oversight, conflict-of-interest management and public-benefit accountability. Board members should be supported through:

- clear governance procedures;
- documented board decisions;
- conflict-of-interest rules;
- related-party transaction controls;
- appropriate delegation and approval thresholds;
- clear contracts with service providers;
- financial controls;
- proper record keeping;
- insurance where appropriate.

The Foundation will aim to obtain directors' and officers' liability insurance where active contracts, grants or programme income justify the cost and need for such coverage.

## **18. Data, technology and operational risk**

Where the Foundation operates, commissions or participates in programmes involving digital infrastructure or technology, data and technology responsibilities must be clearly documented.

For each relevant programme or deployment, the Foundation should ensure clarity regarding:

- the contracting structure;
- data controller and processor roles;
- data processing agreements where required;
- technology and service providers;
- hosting and security responsibilities;
- access management;
- technical support;
- incident management;
- reporting obligations;
- liability allocation.

Roles are determined according to the actual programme and provider arrangements and should not be presumed solely on the basis of historic organisational relationships. The board should ensure that data and technology risks are reviewed as part of programme approval and risk management.

## **19. Programme and deployment approval**

A programme or deployment may be classified as Foundation-supported where its primary purpose is to serve NGOs, humanitarian actors, development organisations, donors, funders or other non-profit or public-benefit objectives. Before approving a material Foundation-supported programme or deployment, the board or authorised programme lead should consider:

- whether the programme aligns with the statutory objective;
- who the intended beneficiaries and participants are;
- whether the primary purpose is public benefit;

- whether the funding model is mission-aligned;
- whether supplier access and inclusion arrangements support the programme's public-benefit objectives;
- whether staffing and operational needs are appropriately funded;
- whether contracts and data arrangements are clear;
- which external providers or partners, if any, are required;
- whether providers and partners have been selected on an appropriate and defensible basis;
- whether conflict-of-interest and related-party requirements have been met;
- whether reporting and transparency obligations are clear.

The board may approve programme categories or individual programmes and deployments, depending on scale and risk. The choice of programme partners, technology or service providers follows from the needs of the programme and does not determine whether an activity qualifies as a Foundation-supported activity.

## **20. Staff, contractors and external representation**

The Foundation may appoint staff, contractors, consultants, experts and programme leads to implement its activities. Such persons may represent the Foundation externally where authorised by the board or within the scope of an approved role, contract or programme mandate.

Staff and contractors must act in line with the Foundation's mission, policies, confidentiality requirements and public-benefit responsibilities. Where staff or contractors have authority to approve expenses, sign documents or make commitments, this authority must be documented.

## **21. Transparency and public reporting**

The board is responsible for approving the Foundation's annual public reporting before publication. The board should ensure that the Foundation publishes required and relevant information, including:

- mission and statutory objective;
- board composition;
- remuneration policy;
- Policy Plan;
- annual or financial reports;
- contact details;
- Chamber of Commerce and RSIN information;
- relevant programme information.

The board should review the Foundation's public-benefit or ANBI-related publication page when material changes occur or when a review indicates that updates are required for compliance. Material related-party relationships should be described transparently where relevant to understanding the Foundation's governance or use of funds.

## **22. Risk and compliance review**

The board reviews risk and compliance at least annually. This review should include, where relevant:

- governance risk;
- financial risk;
- grant compliance risk;
- related-party risk;
- conflict-of-interest risk;
- data and technology risk;
- supplier and fraud risk;
- reputational risk;
- dependency on individual service providers or partners;
- public-benefit or ANBI compliance;
- programme delivery risk.

The Foundation may maintain a risk register to support board oversight and decision-making.

## **23. Review of this charter**

This Governance Charter should be reviewed at least once every two years, or earlier if there are material changes in the Foundation's:

- activities;
- governance structure;
- legal requirements;
- funding model;
- public-benefit obligations;
- material related-party relationships;
- programme or service-provider model.

Amendments to this charter require board approval.